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Jun 03 1997 8:00am
Secretary of State

PROFIT
CORPORATION
ANNUAL REPORT
1997



FLORIDA DEPARTMENT OF STATE
Sandra B. Mortham
Secretary of State
DIVISION OF CORPORATIONS

DOCUMENT # P93000041926 (5)

1. Corporation Name
FASHIONS OF DESTIN, INC.



Principal Place of Business

1589 REED RD
WEST TRENTON NJ 08628

Mailing Address

1589 REED RD
WEST TRENTON NJ 08628-1409

2. Principal Place of Business

21 Suite, Apt. #, etc.

22 City & State

23 Zip Country

24

25

2a. Mailing Address

26 Suite, Apt. #, etc.

27 City & State

28 Zip Country

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30

9. Name and Address of Current Registered Agent

THE PRENTICE-HALL CORPORATION SYSTEM INC
1201 HAYES STREET
STE 105
TALLAHASSEE FL 32301

81 Name

82 Street Address (P.O. Box Number is Not Acceptable)

83

84 City

FL

85 Zip Code

3. Date Incorporated or Qualified

06/14/1993

3a. Date of Last Report

04/16/1996

4. FEI Number

59-3195229

Applied For
Not Applicable

5. Certificate of Status Desired

\$8.75 Additional
Fee Required

6. Election Campaign Financing
Trust Fund Contribution

\$5.00 May Be
Added to Fees

8. This corporation has liability for intangible tax under s. 199.032,
Florida Statutes

Yes No

10. Name and Address of New Registered Agent

11. Pursuant to the provisions of Sections 607.0502 and 607.1508, Florida Statutes, the above-named corporation submits this statement for the purpose of changing its registered office or registered agent, or both, in the State of Florida. Such change was authorized by the corporation's board of directors. I hereby accept the appointment as registered agent. I am familiar with, and accept the obligations of, Section 607.0505, Florida Statutes.

SIGNATURE

Signature, typed or printed name of registered agent and title if applicable

(NOTE: Registered Agent signature required when re-stating)

DATE

12. OFFICERS AND DIRECTORS

TITLE PD
NAME POPKIN, SHAREN
STREET ADDRESS 216 COVERED BRIDGE RD
CITY-STATE-ZIP NEW HOPE PA

DELETE

TITLE VPD
NAME LEVY, DEXTER
STREET ADDRESS 1 FIELDSTONE CT
CITY-STATE-ZIP UPPER SADDLE RIVER NJ

DELETE

TITLE SD
NAME MORI, FRANK
STREET ADDRESS 931 PARK AVE / STE 16A
CITY-STATE-ZIP NEW YORK NY

DELETE

TITLE
NAME
STREET ADDRESS
CITY-STATE-ZIP

DELETE

TITLE
NAME
STREET ADDRESS
CITY-STATE-ZIP

DELETE

TITLE
NAME
STREET ADDRESS
CITY-STATE-ZIP

DELETE

13. ADDITIONS/CHANGES TO OFFICERS AND DIRECTORS IN 12

1.1 TITLE Change Addition

1.2 NAME

1.3 STREET ADDRESS

1.4 CITY-STATE-ZIP

2.1 TITLE Change Addition

2.2 NAME

2.3 STREET ADDRESS

2.4 CITY-STATE-ZIP

3.1 TITLE Change Addition

3.2 NAME

3.3 STREET ADDRESS

3.4 CITY-STATE-ZIP

4.1 TITLE Change Addition

4.2 NAME

4.3 STREET ADDRESS

4.4 CITY-STATE-ZIP

5.1 TITLE Change Addition

5.2 NAME

5.3 STREET ADDRESS

5.4 CITY-STATE-ZIP

6.1 TITLE Change Addition

6.2 NAME

6.3 STREET ADDRESS

6.4 CITY-STATE-ZIP

14. I do hereby certify that the information supplied with this filing does not qualify for the exemption stated in Section 119.07(3)(i), Florida Statutes. I further certify that the information indicated on this annual report or supplemental annual report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am an officer or director of the corporation or the receiver or trustee empowered to execute this report as required by Chapter 607, Florida Statutes; and that my name appears in Block 12 or Block 13 if changed, or on an attachment with an address.

SIGNATURE: [Signature] Dexter Levy 05/19/97

689
727-850

CR2E034 (9/96)